

OCT 5 '00

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## BALL JANIK LLP

ATTORNEYS

SURFACE TRANSPORTATION BOARD

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FACSIMILE 202-783-6947LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@bjllp.com

September 26, 2000

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of September 26, 2000. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

SunTrust Leasing Corporation  
120 East Baltimore Street  
Baltimore, MD 21297-7307

Lessee:

Conoco, Inc.  
600 N Dairy  
Ashford Suite MC1021  
Houston, TX 77079

A description of the equipment covered by the Memorandum of Lease Agreement consists of 90 tank cars numbered CONX 9700-9789, inclusive.

BALL JANIK LLP

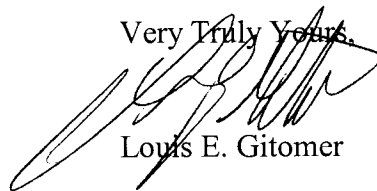
Honorable Vernon A. Williams  
September 26, 2000  
Page 2

A fee of \$26.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between SunTrust Leasing Corporation, 120 East Baltimore Street, Baltimore, MD 21297-7307, and Conoco, Inc., 600 N Dairy, Ashford Suite MC1021, Houston, TX 77079, covering 90 tank cars numbered CONX 9700-9789, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 23149 FILED

OCT 5 '00

2-30 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

SUNTRUST LEASING CORPORATION

AND

CONOCO INC., Delaware Charter Number 0917525

Dated as of September 26, 2000

## MEMORANDUM OF LEASE AGREEMENT

Memorandum of a Lease Agreement made and entered into as of September 26, 2000 by and between SunTrust Leasing Corporation ("Lessor") and Conoco Inc., Delaware Charter Number 0917525 ("Lessee").

### WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A

2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

By: \_\_\_\_\_  
Title: \_\_\_\_\_

[illegible]

On this 26<sup>th</sup> day of September, 2000, before me personally appeared Michael J. Powers, to me personally known, who being by me duly sworn, says that he is the Secretary of SunTrust Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

*Roxanne P. Carpenter*  
 \_\_\_\_\_  
 NOTARY PUBLIC  
 My commission expires: 06/23/04

STATE OF )  
 ) ss.  
COUNTY OF )

On this \_\_\_\_ day of September, 2000, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of Conoco Inc., Delaware Charter Number 0917525, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC  
My commission expires:

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: SunTrust Leasing Corporation

By: \_\_\_\_\_  
Title: \_\_\_\_\_

Lessee: Conoco Inc., Delaware Charter Number 0917525

By: *[Signature]*  
Title: Attorney-in-Fact

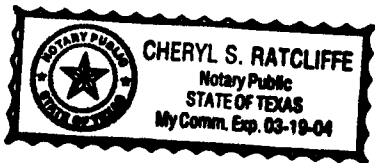
STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

On this 26<sup>th</sup> day of September, 2000, before me personally appeared Michael J. Powers, to me personally known, who being by me duly sworn, says that he is the Secretary of SunTrust Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC  
My commission expires: 06/23/04

STATE OF TEXAS )  
 ) ss.  
COUNTY OF HARRIS )

On this 25<sup>th</sup> day of September, 2000, before me personally appeared Erich R. Garcia, to me personally known, who being by me duly sworn, says that he is the Attorney-in-Fact of Conoco Inc., Delaware Charter Number 0917525, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



*[Signature]*  
NOTARY PUBLIC  
My commission expires: 03-19-04

EXHIBIT A  
TO  
MEMORANDUM OF LEASE AGREEMENT  
BETWEEN  
SUNTRUST LEASING CORPORATION ("LESSOR")  
AND  
CONOCO INC.

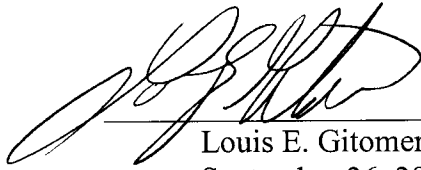
Ninety (90) UTLX Rail Cars:

Union Tank Car Company specialty designed LPG tank rail cars: 33,800 gallon shell capacity with gross load on rails of 263,000 lb. Straight shell tank design with an inside diameter of 117 7/8" with ceramic fiber insulation and a high performance water-based epoxy exterior paint. 100 ton capacity split wedge trucks and body mounted brakes

CONX	009700	CONX	009730	CONX	009760
CONX	009701	CONX	009731	CONX	009761
CONX	009702	CONX	009732	CONX	009762
CONX	009703	CONX	009733	CONX	009763
CONX	009704	CONX	009734	CONX	009764
CONX	009705	CONX	009735	CONX	009765
CONX	009706	CONX	009736	CONX	009766
CONX	009707	CONX	009737	CONX	009767
CONX	009708	CONX	009738	CONX	009768
CONX	009709	CONX	009739	CONX	009769
CONX	009710	CONX	009740	CONX	009770
CONX	009711	CONX	009741	CONX	009771
CONX	009712	CONX	009742	CONX	009772
CONX	009713	CONX	009743	CONX	009773
CONX	009714	CONX	009744	CONX	009774
CONX	009715	CONX	009745	CONX	009775
CONX	009716	CONX	009746	CONX	009776
CONX	009717	CONX	009747	CONX	009777
CONX	009718	CONX	009748	CONX	009778
CONX	009719	CONX	009749	CONX	009779
CONX	009720	CONX	009750	CONX	009780
CONX	009721	CONX	009751	CONX	009781
CONX	009722	CONX	009752	CONX	009782
CONX	009723	CONX	009753	CONX	009783
CONX	009724	CONX	009754	CONX	009784
CONX	009725	CONX	009755	CONX	009785
CONX	009726	CONX	009756	CONX	009786
CONX	009727	CONX	009757	CONX	009787
CONX	009728	CONX	009758	CONX	009788
CONX	009729	CONX	009759	CONX	009789

# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of September 26, 2000 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer  
September 26, 2000